

Vera Bradley, Inc.
Form 4
April 01, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Miller P. Michael

(Last) (First) (Middle)

C/O VERA BRADLEY, INC., 2208
PRODUCTION ROAD

(Street)

FORT WAYNE, IN 46808

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Vera Bradley, Inc. [VRA]

3. Date of Earliest Transaction
(Month/Day/Year)

03/28/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Shares | 03/28/2014 | | A | 3,122 (1) A \$ 0 | 58,027 | D | |
| Common Shares | 03/28/2014 | | A | 3,122 (1) A \$ 0 | 6,973,849 | I | See footnote (4) |
| Common Shares | 03/29/2014 | | M | 403 A (2) 58,430 | | D | |
| Common Shares | 03/29/2014 | | M | 403 A (2) 6,974,252 | | I | See footnote (5) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price or Value of Derivative Security (Instr. 5) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | (3) | 03/29/2014 | | M | 403 | (2) (2) | Common Shares | 403 | \$ 0 |
| Restricted Stock Units | (3) | 03/29/2014 | | M | 403 | (2) (2) | Common Shares | 403 | \$ 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Miller P. Michael C/O VERA BRADLEY, INC. 2208 PRODUCTION ROAD FORT WAYNE, IN 46808 | X | X | | |

Signatures

/s/ Anastacia S. Knapper, by power of attorney for P. Michael Miller

04/01/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents restricted stock units subject to vesting and forfeiture.

(2)

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The restricted stock units were granted under the Vera Bradley, Inc. 2010 Equity and Incentive Plan. The restricted stock units vested ratably and settled in common shares on each of the first, second and third anniversaries of the grant date, which was March 29, 2011.

- (3) Converts into common shares on a one-for-one basis.

Shares reported in column 5 represent shares beneficially owned by P. Michael Miller, including 1,599,839 shares held by the Miller 2007 Dynasty Trust, 1,683,340 shares held by the Patricia R. Miller 2007 Family Trust and 3,690,670 shares held by Patricia R. Miller. P. Michael Miller and Patricia R. Miller are husband and wife. P. Michael Miller is the trustee of the Miller 2007 Dynasty Trust and the Patricia R. Miller 2007 Family Trust.

- (4) Shares reported in column 5 represent shares beneficially owned by P. Michael Miller, including 1,599,839 shares held by the Miller 2007 Dynasty Trust, 1,683,340 shares held by the Patricia R. Miller 2007 Family Trust and 3,691,073 shares held by Patricia R. Miller. P. Michael Miller and Patricia R. Miller are husband and wife. P. Michael Miller is the trustee of the Miller 2007 Dynasty Trust and the Patricia R. Miller 2007 Family Trust.

- (5) Derivative securities reported in column 9 represent securities beneficially held by Patricia R. Miller. P. Michael Miller and Patricia R. Miller are husband and wife.

Remarks:

Exhibit List: Exhibit 24.1 - Power of Attorney for P. Michael Miller

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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